

WC 11-102

DOCKET FILE COPY ORIGINAL

# HERZOG LAW FIRM

June 14, 2011

**FEDERAL EXPRES TO  
US BANK**

Marlene H. Dortch, Secretary  
Federal Communications Commission  
Wireline Competition Bureau Applications  
P.O. Box 979091  
St. Louis, MO 63197-9000

Re: Joint Application of segTEL, Inc., TVC Albany, Inc. and Tech Valley  
Holdings, LLC for Consent to Transfer Domestic Section 214 Authority

Dear Secretary Dortch:

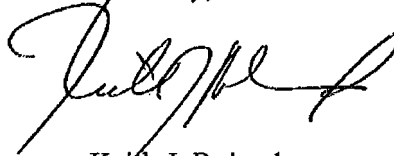
Enclosed please find the original and six copies of the Joint Application of segTEL, Inc., TVC Albany, Inc. and Tech Valley Holdings, LLC for consent to transfer domestic authority pursuant to Section 214 of the Communications Act.

Also enclosed is FCC Form 159 with payment authorization.

Also enclosed is a pre-paid return Federal Express envelope, along with the first page of this Joint Application. I would be grateful if you could date stamp and return that first page in the enclosed Federal Express envelope.

All questions should be addressed to the undersigned.

Sincerely,



Keith J. Roland

KJR:tlm

Enclosures

cc: T.J. Murphy  
Kelly Huffman  
Ian Blasco  
Kevin O'Connor  
Brett Ferencak

Herzog Law Firm P.C.  
7 Southwoods Boulevard  
Albany, NY 12211

V 518 . 465 . 7581  
F 518 . 462 . 2743  
www.herzoglaw.com

READ INSTRUCTIONS CAREFULLY  
BEFORE PROCEEDING

FEDERAL COMMUNICATIONS COMMISSION  
REMITTANCE ADVICE  
FORM 159

Approved by OMB  
3060-0589  
Page No. 1 of 2

(1) LOCKBOX # 979091		SPECTRUM USE ONLY	
SECTION A - PAYER INFORMATION			
(2) PAYER NAME (if paying by credit card enter name exactly as it appears on the card) Keith J. Roland		(3) TOTAL AMOUNT PAID (U.S. Dollars and cents) \$1,015.00	
(4) STREET ADDRESS LINE NO. 1 7 Southwoods Boulevard			
(5) STREET ADDRESS LINE NO. 2			
(6) CITY Albany		(7) STATE NY	(8) ZIP CODE 12211
(9) DAYTIME TELEPHONE NUMBER (include area code) (518) 465-7581 Ext. 185		(10) COUNTRY CODE (if not in U.S.A.)	
FCC REGISTRATION NUMBER (FRN) REQUIRED			
(11) PAYER (FRN) 0005023338		SPECTRUM USE ONLY	
IF MORE THAN ONE APPLICANT, USE CONTINUATION SHEETS (FORM 159-C) COMPLETE SECTION BELOW FOR EACH SERVICE, IF MORE BOXES ARE NEEDED, USE CONTINUATION SHEET			
(13) APPLICANT NAME TVC Albany, Inc.			
(14) STREET ADDRESS LINE NO. 1 87 State Street			
(15) STREET ADDRESS LINE NO. 2			
(16) CITY Albany		(17) STATE NY	(18) ZIP CODE 12207
(19) DAYTIME TELEPHONE NUMBER (include area code) (518) 598-0900		(20) COUNTRY CODE (if not in U.S.A.)	
FCC REGISTRATION NUMBER (FRN) REQUIRED			
(21) APPLICANT (FRN) 0006097711		SPECTRUM USE ONLY	
COMPLETE SECTION C FOR EACH SERVICE, IF MORE BOXES ARE NEEDED, USE CONTINUATION SHEET			
(23A) CALL SIGN/OTHER ID	(24A) PAYMENT TYPE CODE CUT	(25A) QUANTITY 1	
(26A) FEE DUE FOR (PTC) \$1,015.00	(27A) TOTAL FEE \$1,015.00	SPECTRUM USE ONLY	
(28A) FCC CODE 1		(29A) FCC CODE 2	
(23B) CALL SIGN/OTHER ID	(24B) PAYMENT TYPE CODE	(25B) QUANTITY	
(26B) FEE DUE FOR (PTC)	(27B) TOTAL FEE	SPECTRUM USE ONLY	
(28B) FCC CODE 1		(29B) FCC CODE 2	
SECTION D - CERTIFICATION			
CERTIFICATION STATEMENT I, <u>Keith J. Roland</u> , certify under penalty of perjury that the foregoing and supporting information is true and correct to the best of my knowledge, information and belief.			
SIGNATURE <u>Keith J. Roland</u>		DATE <u>14 June 11</u>	
SECTION E - CREDIT CARD PAYMENT INFORMATION			
MASTERCARD <input checked="" type="checkbox"/> VISA <input type="checkbox"/> AMEX <input type="checkbox"/> DISCOVER <input type="checkbox"/>			
ACCOUNT NUMBER <u>[REDACTED]</u>		EXPIRATION DATE <u>[REDACTED]</u>	
I hereby authorize the FCC to charge my credit card for the services/authorization herein described.			
SIGNATURE <u>Keith J. Roland</u>		DATE <u>14 June 11</u>	

SEE PUBLIC BURDEN ON REVERSE

FCC FORM 159

FEBRUARY 2003

FEDERAL COMMUNICATIONS COMMISSION  
REMITTANCE ADVICE (CONTINUATION SHEET)  
FORM 159-C

Page No 2 of 2

USE THIS SECTION ONLY FOR EACH ADDITIONAL APPLICANT  
SECTION BB - ADDITIONAL APPLICANT INFORMATION

(13) APPLICANT NAME

seqTEL, Inc.

(14) STREET ADDRESS LINE NO. 1

325 Mount Support Road

(15) STREET ADDRESS LINE NO. 2

(16) CITY

New Lebanon

(17) STATE

NH

(18) ZIP CODE

03776

(19) DAYTIME TELEPHONE NUMBER (include area code)

603-252-0216

(20) COUNTRY CODE (if not in U.S.A.)

FCC REGISTRATION NUMBER (FRN) REQUIRED

(21) APPLICANT (FRN)

0006204630

(22) FCC USE ONLY

COMPLETE SECTION C FOR EACH SERVICE, IF MORE BOXES ARE NEEDED, USE CONTINUATION SHEET

(23A) CALL SIGN/OTHER ID

(24A) PAYMENT TYPE CODE

(25A) QUANTITY

(26A) FEE DUE FOR (PTC)

(27A) TOTAL FEE

(28A) FCC CODE 1

(29A) FCC CODE 2

(23B) CALL SIGN/OTHER ID

(24B) PAYMENT TYPE CODE

(25B) QUANTITY

(26B) FEE DUE FOR (PTC)

(27B) TOTAL FEE

(28B) FCC CODE 1

(29B) FCC CODE 2

(23C) CALL SIGN/OTHER ID

(24C) PAYMENT TYPE CODE

(25C) QUANTITY

(26C) FEE DUE FOR (PTC)

(27C) TOTAL FEE

(28C) FCC CODE 1

(29C) FCC CODE 2

(23D) CALL SIGN/OTHER ID

(24D) PAYMENT TYPE CODE

(25D) QUANTITY

(26D) FEE DUE FOR (PTC)

(27D) TOTAL FEE

(28D) FCC CODE 1

(29D) FCC CODE 2

(23E) CALL SIGN/OTHER ID

(24E) PAYMENT TYPE CODE

(25E) QUANTITY

(26E) FEE DUE FOR (PTC)

(27E) TOTAL FEE

(28E) FCC CODE 1

(29E) FCC CODE 2

(23F) CALL SIGN/OTHER ID

(24F) PAYMENT TYPE CODE

(25F) QUANTITY

(26F) FEE DUE FOR (PTC)

(27F) TOTAL FEE

(28F) FCC CODE 1

(29F) FCC CODE 2

FEDERAL COMMUNICATIONS COMMISSION  
REMITTANCE ADVICE (CONTINUATION SHEET)  
FORM 159-C

Page No 2 of 2

USE THIS SECTION ONLY FOR EACH ADDITIONAL APPLICANT  
SECTION BB - ADDITIONAL APPLICANT INFORMATION

(13) APPLICANT NAME <b>Tech Valley Holdings, LLC</b>		SPECIAL USE	
(14) STREET ADDRESS LINE NO. 1 <b>87 State Street</b>		FCC USE ONLY	
(15) STREET ADDRESS LINE NO. 2			
(16) CITY <b>Albany</b>	(17) STATE <b>NY</b>	(18) ZIP CODE <b>12207</b>	
(19) DAYTIME TELEPHONE NUMBER (include area code) <b>518-598-0900</b>		(20) COUNTRY CODE (if not in U.S.A.)	
FCC REGISTRATION NUMBER (FRN) REQUIRED			
(21) APPLICANT (FRN) <b>0019984152</b>		FCC USE ONLY	
COMPLETE SECTION C FOR EACH SERVICE, IF MORE BOXES ARE NEEDED, USE CONTINUATION SHEET			
(23A) CALL SIGN/OTHER ID	(24A) PAYMENT TYPE CODE	(25A) QUANTITY	
(26A) FEE DUE FOR (PTC)	(27A) TOTAL FEE	FCC USE ONLY	
(28A) FCC CODE 1		(29A) FCC CODE 2	
(23B) CALL SIGN/OTHER ID	(24B) PAYMENT TYPE CODE	(25B) QUANTITY	
(26B) FEE DUE FOR (PTC)	(27B) TOTAL FEE	FCC USE ONLY	
(28B) FCC CODE 1		(29B) FCC CODE 2	
(23C) CALL SIGN/OTHER ID	(24C) PAYMENT TYPE CODE	(25C) QUANTITY	
(26C) FEE DUE FOR (PTC)	(27C) TOTAL FEE	FCC USE ONLY	
(28C) FCC CODE 1		(29C) FCC CODE 2	
(23D) CALL SIGN/OTHER ID	(24D) PAYMENT TYPE CODE	(25D) QUANTITY	
(26D) FEE DUE FOR (PTC)	(27D) TOTAL FEE	FCC USE ONLY	
(28D) FCC CODE 1		(29D) FCC CODE 2	
(23E) CALL SIGN/OTHER ID	(24E) PAYMENT TYPE CODE	(25E) QUANTITY	
(26E) FEE DUE FOR (PTC)	(27E) TOTAL FEE	FCC USE ONLY	
(28E) FCC CODE 1		(29E) FCC CODE 2	
(23F) CALL SIGN/OTHER ID	(24F) PAYMENT TYPE CODE	(25F) QUANTITY	
(26F) FEE DUE FOR (PTC)	(27F) TOTAL FEE	FCC USE ONLY	
(28F) FCC CODE 1		(29F) FCC CODE 2	

FILE COPY

Before the  
FEDERAL COMMUNICATIONS COMMISSION  
Washington, D.C. 20554

In the Matter of )  
segTEL, Inc. )  
Transferor, )  
and )  
TVC Albany, Inc. and Tech Valley )  
Holdings, LLC, )  
Transferees. )  
Joint Application for Consent to Transfer )  
Domestic Authority Pursuant to Section 214 )  
of the Communications Act of 1934, as amended )

US BANK/FCC JUN 15 2011

**JOINT APPLICATION FOR CONSENT TO TRANSFER  
DOMESTIC AUTHORITY PURSUANT TO SECTION 214  
OF THE COMMUNICATIONS ACT OF 1934, AS AMENDED**

Pursuant to Section 214 of the Communications Act of 1934, as amended (the "Communications Act"), 47 U.S.C. § 214, and Sections 63.03 and 63.04 of the Commission's Rules, 47 C.F.R. §§ 63.03 and 63.04, TVC Albany, Inc. ("TVC"), Tech Valley Holdings, LLC ("Holdings") and segTEL, Inc. ("segTEL") (together with TVC and Holdings, the "Applicants") hereby request consent to the transfer of control of segTEL to TVC and Holdings. segTEL is a non-dominant carrier authorized by the Commission to provide domestic telecommunications services. The Applicants seek streamlined processing of this Joint Application pursuant to Section 63.03(b)(2) of the Commission's Rules.

In support of this Joint Application, the Applicants respectfully submit the following information:

**Background**

TVC is a privately-held company organized under the laws of the state of Delaware. TVC, which was formed by the combination of Mid-Hudson Communications, Inc. and Tech Valley Communications, Inc. in 2002, provides telecommunications services as a competitive

local exchange and interexchange carrier in New York and Massachusetts. Today, TVC provides business and residential telecommunications and Internet access services to approximately 1,000 customers.

TVC's predecessor companies both held international Section 214 authorizations.<sup>1</sup> In connection with the merger of those companies into TVC, the Commission granted authorization to transfer control of those authorizations to TVC on May 3, 2002.<sup>2</sup> On May 17, 2002, the Commission also granted authorization to transfer control of the domestic Section 214 authorizations held by Tech Valley Communications and Mid-Hudson Communications.<sup>3</sup> In addition, TVC holds a nationwide common carrier wireless license in the 3650-3700 MHz band, under call sign WQLH897. This license was granted in 2010. Approval to transfer control was granted on October 22, 2010 in ULS File No. 0004320255.

TVC and its predecessors have been operating in the Albany area since 1999. TVC provides service over both resold facilities of underlying carriers, as well as over its own facilities, including a state of the art fiber optic communications network that currently comprises more than 450 route miles. While TVC's major service area is in the Albany area, it also provides limited services in western Massachusetts. TVC provides a full range of telecommunications and Internet access services, including local telephone service, long distance service, private line service and high-speed Internet.

Holdings is a Delaware limited liability company, which was formed in 2010 to acquire TVC. As described below, Holdings is owned 77% by two investment funds – Riverside Fund

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<sup>1</sup> See File No. ITC-214-19990825-00538, granted Sept. 17, 1999 (Tech Valley Communications) and File No. ITC-214-20010209-00086, granted Mar. 15, 2001 (Mid-Hudson Communications).

<sup>2</sup> See File No. ITC-T/C-20020307-00149, granted May 3, 2002 (transfer of control of Tech Valley Communications to TVC), File No. ITC-T/C-20020307-00158, granted May 3, 2002 (transfer of control of Mid-Hudson to TVC).

<sup>3</sup> See Public Notice, WC Docket No. 02-47, DA 02-1187, rel. May 17, 2002 (transfer of control of Tech Valley Communications and Mid-Hudson Communications to TVC).

IV, L.P., and Riverside Fund IV Offshore, LP – and 23% by current officers and former shareholders of TVC.

Holdings does not offer or provide any telecommunications services.

This Commission granted its consent to transfer control of TVC's domestic Section 214 authority to Holdings on October 22, 2010 (DA 10-2039, WC Docket 10-144), and granted its consent to transfer control of TVC's international Section 214 authority to Holdings on October 25, 2010 (Report No. TEL-01464, IB File No. ITC-T/C-20100714-00287, Public Notice, DA-10-2122, November 4, 2010).

As part of the approval process for the transfer of control of TVC to Holdings, Team Telecom - the U.S. Department of Justice, including the Federal Bureau of Investigations, and the U.S. Department of Homeland Security - thoroughly reviewed TVC, Holdings, the Riverside Funds, and the investors in those funds for any potential national security, law enforcement, and public safety issues. Team Telecom determined that they had no objection to the transfers of control or indirect minority foreign ownership of TVC. See Letter from Siobhan E. Dupuy, Attorney Advisor, Foreign Investment Review Staff, National Security Division, U.S. Department of Justice to Marlene H. Dortch, Federal Communications Commission, October 22, 2010, WC Dk 10-144.

segTEL is a New Hampshire corporation with principal offices at 325 Mount Support Road, Lebanon, New Hampshire 03776. It is a non-dominant provider of private line, local, long distance and internet services in various areas of Maine, New Hampshire; Vermont and Massachusetts. It is a wholly owned subsidiary of segNET TECHNOLOGIES, INC., a Delaware corporation ("segNET"), which does not itself provide any telecommunications services.

### **Description of the Transaction**

This transaction contemplates the transfer of control of segTEL via purchase of all of the stock of its parent, segNET. Specifically, at the closing both TVC and Holdings will each purchase a portion of segNET's stock together totaling 100% of segNET's stock. As part of an integrated set of transactions at the closing, Holdings will then contribute its stock in segNET to TVC, so that TVC will, following closing, directly own 100% of the equity of segNET and indirectly own 100% of the equity of segTEL. Holdings will indirectly own 100% of segNET and segTEL.

TVC is controlled by Holdings, with officers, principals and former shareholders of TVC now owning approximately 23% of Holdings' equity, and the Riverside Funds specified herein owning approximately 77%. The ownership of the Riverside funds is described in more detail below.

At closing, the current owners of segTEL will receive sufficient equity in Holdings to collectively equal approximately 28% of Holdings' total equity.<sup>4</sup> As described below, after closing, two of the three current owners of segNET will each own more than 10% of the equity of Holdings.

### **Qualification for Streamlined Processing**

TVC, segTEL and Holdings affirm that (a) the proposed transaction will result in the aggregate, and in each of TVC, segTEL and Holdings, having a market share in the interstate, interexchange marketplace of less than 10 percent; (b) following the proposed transaction TVC and segTEL will provide competitive telephone exchange service and exchange access

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<sup>4</sup> All of the stock of segTEL is currently owned by segNET Technologies, Inc. (segNET) a Delaware corporation. The stock of segNET is owned by Jeremy Katz (39%), Steven E. Goldsmith (53%) and Robert B. Ashton (8%). Because these three individuals own all of the stock of segNET, they are also the indirect owners of the stock of segTEL.



services exclusively in geographic areas served by a dominant local exchange carrier that is not a party to the transaction; and (c) none of the Applicants is dominant with respect to any service. Consequently, this Application qualifies for streamlined processing under Section 63.03(b)(2)(i) of the Commission's Rules.

**Further Details of Transaction**

In accordance with the requirements of Section 63.04(a) of the Commission's Rules, Applicants submit the following information:

**(1) Name, address and telephone number of each Applicant:**

**Transferor:**

segTEL, Inc.  
325 Mt. Support Road  
Lebanon, New Hampshire 03766  
Attn: Jeremy Katz  
603 252-0216

**Transferee**

TVC Albany, Inc.  
87 State Street  
Albany, NY 12207  
Attn: Kevin O'Connor  
Telephone: 518-598-0900

**Transferee**

Tech Valley Holdings, LLC  
Riverside Partners  
699 Boylston Street, 8th Floor  
Boston, MA 02116  
Attn: Steven F. Kaplan  
Telephone: 617-351-2820

**(2) Government, state or territory under the laws of which each corporate or partnership Applicant is organized:**

TVC Albany, Inc. is a Delaware corporation.

Tech Valley Holdings, LLC is a Delaware limited liability company.

segTEL, is a New Hampshire corporation. Its parent segNET, is a Delaware corporation.

**(3) Name, title, post office address, and telephone number of the officer or contact point of each Applicant to whom correspondence concerning the Joint Application is to be addressed:**

For the Transferor (segTEL)

Eric J. Branfman  
Brett P. Ferenczak  
Bingham McCutchen LLP  
2020 K Street, N.W.  
Washington, DC 20006  
Tel: (202) 373-6697  
Fax: (202) 373-6001  
eric.branfman@bingham.com  
brett.ferenczak@bingham.com

For Transferees Holdings and TVC:

Keith J. Roland  
Herzog Law Firm P.C.  
7 Southwoods Boulevard  
Albany, NY 12211  
Tel: (518) 465-7581 Extension 185  
Fax: (518) 462-2743

**(4) Statement as to whether the Applicants have previously received authority under Section 214 of the Act.**

TVC, the transferee, holds international Section 214 authority pursuant to File No. ITC-214-19990825-00538 (global resale service), granted Sept. 17, 1999 and File No. ITC-214-20010209-00086 (global facilities-based and resale service). TVC also holds blanket domestic Section 214 authority.

Holdings, the transferee, does not hold any authority under Section 214.

segTEL, the transferor, holds blanket domestic Section 214 authority.

**(5) Name, address, citizenship and principal business of any person or entity that directly or indirectly owns at least ten percent of the equity of the Transferee:**

Following consummation of the transactions at the closing, TVC will directly own 100% of the stock of segNET and indirectly 100% of the stock of segTEL, and Holdings will be the indirect owner (through its wholly owned subsidiary TVC) of 100% of the stock of segNET and segTEL.

The following is the required information for the current owners of Holdings:

Name and Address	Percentage Ownership	Citizenship	Principal Business
Riverside Fund IV, L.P. c/o Riverside Partners 699 Boylston Street, 8th Floor Boston, MA 02116	58%	US	Investments
Riverside Fund IV Offshore, L.P. c/o Riverside Partners 699 Boylston Street, 8th Floor Boston, MA 02116	19%	US	Investments
Officers and Former Shareholders of TVC as a group <sup>5</sup>	23%	US	Telecommunications

Other than their proposed interests in Holdings and TVC, Riverside Fund IV and Riverside Fund IV Offshore hold no attributable interest in any entity that provides interstate telecommunications services.

Following Closing, the equity of Holdings will be owned as follows:

Name and Address	Percentage Ownership	Citizenship	Principal Business
Riverside Fund IV, L.P. c/o Riverside Partners 699 Boylston Street, 8th Floor Boston, MA 02116	46%	US	Investments
Riverside Fund IV Offshore, L.P. c/o Riverside Partners 699 Boylston Street, 8th Floor Boston, MA 02116	16%	US	Investments
Management, Former Shareholders of TVC and one Former Shareholder of segNET as a group <sup>6</sup>	12%	US	Telecommunications
Jeremy Katz segTEL, Inc. 325 Mt. Support Road Lebanon, New Hampshire	11%	US	Individual

<sup>5</sup> No such officer or former shareholder of TVC owns 10% or more of the equity of Holdings.

<sup>6</sup> No such officer or former shareholder of TVC or segNET will own 10% or more of the equity of Holdings.

Name and Address	Percentage Ownership	Citizenship	Principal Business
Steven E. Goldsmith segTEL, Inc. 325 Mt. Support Road Lebanon, New Hampshire	15%	US	Individual

The following entities own ten percent (10%) or more of the equity of Riverside Fund IV or hold general partnership interests:

Name and Address	Percentage Ownership	Citizenship	Principal Business
Riverside Partners IV, L.P. <sup>7</sup> 699 Boylston Street Suite 800 Boston, Massachusetts 02116	1.50% (general partnership interest)	US	Investments
Yale University 55 Whitney Avenue, 5 <sup>th</sup> Floor New Haven, Connecticut	14.81%	US	Education
Arkansas Teacher Retirement System 1400 West Third Street Little Rock, Arkansas	13.16%	US	Investments
West Virginia Investment Management Board 500 Virginia Street, Suite 200 Charleston, WV 25301	13.16%	US	Investments

Except as indicated, all interests are limited partnership interests..

No individual or entity holds a ten percent (10%) or greater equity interest in Yale University, the Arkansas Teacher Retirement System or the West Virginia Investment Management Board.

The following individuals own ten percent (10%) or more of the equity of Riverside Partners IV, L.P.:

Name and Address	Percentage Ownership	Citizenship	Principal Business
David Belluck	<50%	US	Individual
Brian Guthrie	<50%	US	Individual
Steven F. Kaplan	<50%	US	Individual

<sup>7</sup> Riverside Partners IV, L.P. does not participate in the day-to-day management of the entities acquired by its funds.

The general partner of Riverside Partners IV, L.P. is Riverside Partners IV, LLC, a Delaware limited liability company. David Belluck holds an interest in Riverside Partners IV, LLC of greater than 50%. Brian Guthrie holds an interest in Riverside Partners IV, LLC of less than 50%. Mr. Belluck and Mr. Guthrie are the sole members of Riverside Partners IV, LLC.

Riverside Partners IV, L.P. is controlled by an investment committee composed of six members. They are as follows:

David Belluck  
Philip Borden  
Frank Do  
Brian Guthrie  
Steven F. Kaplan  
Jon Lemelman

Mr. Belluck, Mr. Guthrie and Mr. Kaplan each hold between 10 and 50 percent interest in Riverside Partners IV, L.P. The other members of the investment committee all hold interests in Riverside Partners IV, L.P. of less than 10 percent. All of the members of the investment committee are United States citizens, and the business address for each member of the investment committee is:

699 Boylston Street  
Suite 800  
Boston, MA 02116

The following entities own ten percent (10%) or more of the equity of Riverside Fund IV Offshore, L.P. or hold general partnership interests:

Name and Address	Percentage Ownership	Citizenship	Principal Business
Riverside Partners IV, L.P. 699 Boylston Street Suite 800 Boston, Massachusetts 02116	1.50% (general partnership interest)	US	Investments
Ragunda, LLP 1209 Orange Street Wilmington, Delaware 19801	39.16%	Cayman Islands	Investments
Horsley Bridge IX, L.P. 505 Montgomery Street, 21 <sup>st</sup> Floor San Francisco, CA 94111	19.57%	US	Investments
BAE Systems Pension Funds Trustees Limited Warwick House Farnborough Aerospace Centre Farnborough, Hampshire, GU146YU, UK	10.28%	United Kingdom	Investments

Except as indicated, all interests are limited partnership interests. The ownership of Riverside Partners IV, L.P. is disclosed above.

BAE Systems Pension Funds Trustees Limited is a pension fund for employees of BAE Systems. It is operated separately from BAE Systems. It is not controlled by any other entity. Its operations are governed by a board of trustees with thirteen members, each with an equal vote. No individual or entity owns ten percent (10%) or more of the equity of BAE Systems Pension Funds Trustees Limited.

The following entities own ten percent (10%) or more of the equity of Ragunda LLP:

Name and Address	Percentage Ownership	Citizenship	Principal Business
Norrby Holdings Limited 87 Mary Street Georgetown, Grand Cayman KY1-9001 Cayman Islands	24.975%	Cayman Islands	Investments
Ragunda Holdings Limited 87 Mary Street Georgetown, Grand Cayman KY1-9001	24.975%	Cayman Islands	Investments
Ursa Holdings Limited 87 Mary Street Georgetown, Grand Cayman KY1-9001	24.975%	Cayman Islands	Investments
Falun Holdings Limited 87 Mary Street Georgetown, Grand Cayman KY1-9001	24.975%	Cayman Islands	Investments

Norrby Holdings Limited is a wholly-owned subsidiary of Ingelstorp Investments, a Cayman Islands company located at Windward 1, Regatta Office Park, Post Office Box 897, Grand Cayman, Cayman Islands.

Ragunda Holdings Limited is a wholly-owned subsidiary of Hov Investments, a Cayman Islands company located at Windward I, Regatta Office Park, Post Office Box 897, Grand Cayman, Cayman Islands.

Orsa Holdings Limited is a wholly-owned subsidiary of Djursholm Investments, a Cayman Islands company located at Windward I, Regatta Office Park, Post Office Box 897, Grand Cayman, Cayman Islands.

Falun Holdings Limited is a wholly-owned subsidiary of Helsingfors Investments, a Cayman Islands company located at Windward 1, Regatta Office Park, Post Office Box 897, Grand Cayman, Cayman Islands.

Ingelstorp Investments, Hov Investments, Djursholm Investments and Helsingfors Investments are each 100 percent owned by trusts. The trustees of the trusts are trust corporations that have no shareholders and are controlled by their directors. Ingelstorp Investments, Hov Investments, Djursholm Investments, Helsingfors Investments and all of the trust corporations have the same directors, each of whom has an equal vote. They are as follows:

Name and Address	Citizenship	Principal Business
Dr. Johannes Burger Ölrainstrasse 18 6900 Bregenz Austria	Austria	Investments
Dr. Heinz Grabher Hofsteigstrasse 4 6890 Lustenau Austria	Austria	Investments
Geoffrey Richards Feldstrasse 3A 9490 Vaduz Liechtenstein	United Kingdom	Investments

The following entities own ten percent (10%) or more of the equity of Horsley Bridge IX, L.P.:

Name and Address	Percentage Ownership	Citizenship	Principal Business
Railways Pension Trustee Company Limited Sixth Floor Broad Street House 55 Old Broad Street London, EC2M 1LJ United Kingdom	11%	United Kingdom	Investments
The Northern Trust Company, as Trustee for Account #22-93126 801 S. Canal, Floor 1-South Chicago, IL 60607	11%	US	Investments

The Railways Pension Trustee Company Limited is a pension fund for British railway workers. It is not controlled by any other entity. Its operations are governed by a board of trustees with sixteen members, each with an equal vote. No individual or entity owns ten percent (10%) or more of the equity of the Railways Pension Trustee Company Limited.

The Northern Trust Company is a wholly-owned subsidiary of Northern Trust Corporation, a Delaware corporation. The address of Northern Trust Corporation is 801 S. Canal, Floor I-South, Chicago, IL 60607. No individual or entity owns ten percent (10%) or more of the equity of Northern Trust Corporation.

The following entity owns 10% or more of the equity of segTEL:

Name and Address	Percentage Ownership	Citizenship	Principal Business
segNET Technologies, Inc.	100%	US	Telecommunications and Internet

The following persons currently own 10% or more of the equity of segNET Technologies, Inc. (and indirectly of segTEL, Inc.)

Name and Address	Percentage Ownership	Citizenship	Principal Business
Jeremy Katz segTEL, Inc. 325 Mt. Support Road Lebanon, New Hampshire	39%	US	Individual
Steven E. Goldsmith segTEL, Inc. 325 Mt. Support Road Lebanon, New Hampshire	53%	US	Individual

**(6) Certification by Transferee pursuant to 47 C.F.R. §§ 1.2001-1.2003 that no party to the Joint Application is subject to denial of federal benefits pursuant to Section 5301 of the Anti-Drug Abuse Act of 1988, 21 U.S.C. § 583**

Holdings, TVC, and segTEL hereby certify, pursuant to 47 C.F.R. §§ 1.2001-1.2003, that to the best of their knowledge, information, and belief, no party to this Joint Application is subject to denial of federal benefits pursuant to Section 5301 of the Anti-Drug Abuse Act of 1988, 21 U.S.C. § 583.

**(7) Description of the transaction**

This transaction contemplates the transfer of control of segTEL via acquisition of all of the stock of its parent, segNET, by TVC through related and contemporaneous transactions. At the closing both TVC and Holdings will each purchase a portion of segNET's stock together totaling 100% of segNET's stock. As part of an integrated set of transactions at the closing, Holdings will then contribute its stock in segNET to TVC, so that TVC will, following closing, directly own 100% of the equity of segNET and indirectly own 100% of the equity of segTEL. Holdings as the direct parent of TVC will be the indirect 100% owner of segNET and segTEL. segTEL is currently under the control of segNET (of which segTEL is a 100% subsidiary) and indirectly under the control of Steven E. Goldsmith.

**(8) Description of the geographic areas in which the Transferor and Transferee (and their affiliates) offer domestic telecommunications services, and what services are provided in each area**

TVC provides service in the area of Albany, New York and in a small portion of western Massachusetts. TVC provides a full range of residential and business telecommunications and Internet access services, including local telephone service, long distance service, private line service and high-speed Internet.

Holdings does not currently provide domestic telecommunications services.



segTEL, the transferor, currently provides private line and certain switched toll, local exchange and internet services in areas of New Hampshire, Maine, Vermont and Massachusetts.

**(9) Statement as to how the Joint Application fits into one or more of the presumptive streamlined categories in Section 63.03 of the Commission's Rules or why it is otherwise appropriate for streamlined treatment:**

Holdings affirms that (a) the proposed transaction will result in the aggregate, and in each of segTEL, Holdings and TVC, having a market share in the interstate, interexchange marketplace of less than ten (10) percent; (b) following the proposed transaction TVC and segTEL will provide competitive telephone exchange service and exchange access services exclusively in geographic areas served by a dominant local exchange carrier that is not a party to the transaction; and (c) none of the applicants is dominant with respect to any service. Consequently, this Application qualifies for streamlined processing under Section 63.03(b)(2)(i) of the Commission's Rules.

The proposed transaction will have no adverse effect on competition. Streamlined treatment for this Application is consistent with Commission precedent.

**(10) Identification of all other Commission applications related to the same transaction**

None.

**(11) Statement of whether the Applicants are requesting special consideration because any party to the transaction is facing imminent business failure**

No special consideration is sought. None of the applicants is facing imminent business failure.

**(12) Identification of any separately filed waiver requests being sought in conjunction with the transaction**

No separately filed waiver requests are being sought in conjunction with the transaction.

**(13) Statement showing how grant of the Joint Application will serve the public interest, convenience and necessity, including any additional information that may be necessary to show the effect of the proposed transaction on competition in domestic markets**

The proposed transfer of control of segTEL to TVC will enable the continued provision of high quality communications services to segTEL's and TVC's customers. The financial resources of Holdings and its investors will ensure that TVC and segTEL have the ability to continue to improve and expand their service. As the proposed transaction simply involves the transfer of control of one non-dominant carrier to another non-dominant carrier, whose service areas do not overlap, competition will not be adversely affected by consummation of the proposed transaction.

**(14) Prior Review of Riverside and TVC By Team Telecom**

As described above, this Commission granted its consent for Holdings to acquire TVC in the Fall of 2010. As part of the approval process for the transfer of control of TVC to Holdings, Team Telecom - the U.S. Department of Justice, including the Federal Bureau of Investigations, and the U.S. Department of Homeland Security - thoroughly reviewed Riverside Fund IV, LP, Riverside Fund IV Offshore, L.P., and the investors in those funds for any potential national security, law enforcement, and public safety issues. Ultimately, Team Telecom determined that they had, no objections to the transaction or the indirect minority foreign ownership of TVC. In the few months since then, there has been no meaningful change to the nature or ownership of TVC, Holdings or the Riverside funds or their investors.

### Conclusion

For the foregoing reasons, the Applicants respectfully submit that grant of this Joint Application by the Commission would serve the public interest, convenience and necessity.

Respectfully submitted,

Tech Valley Holdings, LLC and TVC Albany, Inc.

By: 

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Their Counsel

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segTEL, Inc.

By: 

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Dated: June 14, 2011

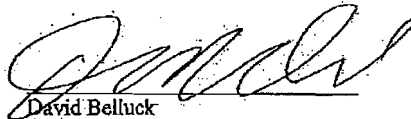
DOMESTIC SECTION 214 APPLICATION

CERTIFICATION OF TECH VALLEY HOLDINGS, LLC

I, David Belluck, duly authorized representative of Riverside Partners IV, LLC, the general partner of Riverside Fund IV, L.P., hereby certify the following:

- No party to this application is subject to a denied of Federal benefits pursuant to section 5301 of the Anti-Drug Abuse Act of 1988.

Dated: June 14, 2011

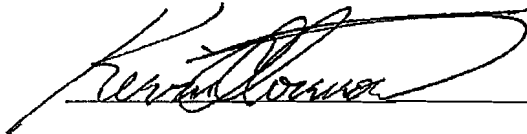


David Belluck  
Duly Authorized Representative  
Riverside Partners IV, LLC  
699 Boylston Street, 8<sup>th</sup> Floor  
Boston, MA 02116

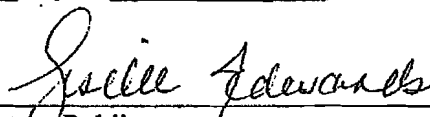
CERTIFICATION

STATE OF New York )  
 ) ss.:  
COUNTY OF Albany )

Kevin O'Connor, being duly sworn, deposes and says that deponent is the Chief Executive Officer of TVC Albany, Inc., one of the Applicants in the foregoing Joint Application for Consent to Transfer Domestic Authority; that deponent has read the foregoing Joint Application and knows the contents thereof; and that he certifies that all statements made in this Application and in the exhibits, attachments, or documents incorporated by reference are material, are part of this Application and as related to TVC Albany Inc., are true, complete, correct, and made in good faith.



Sworn to before me, this  
13 day of June, 2011.

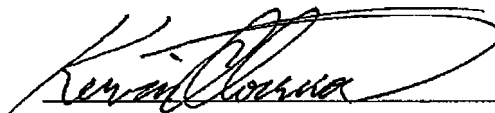
  
Notary Public

**GISELLE EDWARDS**  
Notary of Public, State of New York  
Qualified in Schenectady County  
Reg. NO. 01ED06172262  
Commission Expires August 6, 2011

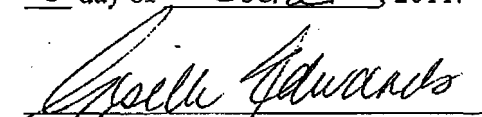
**CERTIFICATION**

STATE OF New York )  
COUNTY OF Albany ) ss.: Albany

Kevin O'Connor, being duly sworn, deposes and says that deponent is the Chief Executive Officer and President of Tech Valley Holdings, LLC, one of the Applicants in the foregoing Joint Application for Consent to Transfer Domestic Authority; that deponent has read the foregoing Joint Application and knows the contents thereof; and that he certifies that all statements made in this Application and in the exhibits, attachments, or documents incorporated by reference are material, are part of this Application and as they relate to Tech Valley Holdings, are true, complete, correct, and made in good faith.



Sworn to before me, this  
13 day of June, 2011.


  
Notary Public

**GISELLE EDWARDS**  
Notary of Public, State of New York  
Qualified in Schenectady County  
Reg. NO. 01ED6172262  
Commission Expires August 8, 2011

### CERTIFICATION

I, Jeremy L. Katz, state that I am the Chief Executive Officer of segNET Technologies, Inc., the parent company of SegTEL, Inc. (together, the "Company"), one of the Applicants in the foregoing Joint Application for Consent to Transfer Domestic Authority; that I am authorized to make this Verification on behalf of the Company; that I have read the foregoing Joint Application and know the contents thereof; and that I certify that all statements with respect to the Company made in the Joint Application and are true and correct to the best of my knowledge, information, and belief.

I declare under penalty of perjury that the foregoing is true and correct. Executed this 10th day of June, 2011.

---

Jeremy L. Katz  
Chief Executive Officer  
segNET Technologies, Inc.